

Amendment 357

Contract No. 229944

To the Contract for the Design, Implementation, Operation and Maintenance of the Regional Fare Coordination System

This Amendment 357 to the Contract for the Design, Implementation, Operation and Maintenance of the Regional Fare Coordination System is entered into this 17TH day of NOVEMBER, 2015, by and between Vix Technology (USA) Inc (formerly known as ERG Transit Systems (USA) Inc), a California corporation and wholly owned subsidiary of Vix Mobility Pty Ltd, an Australian corporation, (hereinafter referred to as the "Contractor") and each of the following seven public transportation agencies (hereinafter referred to individually as an "Agency" or collectively as the "Agencies"):

1. Central Puget Sound Regional Transit Authority ("Sound Transit")
2. King County ("King County")
3. Kitsap County Public Transportation Benefit Area ("Kitsap Transit")
4. Pierce County Public Transportation Benefit Area ("Pierce Transit")
5. Snohomish County Public Transportation Benefit Area ("Community Transit")
6. City of Everett ("Everett")
7. State of Washington, acting through the Washington State Department of Transportation, Washington State Ferries Division ("WSF")

Recitals

- A. Effective April 29, 2003, each of the Agencies and the Contractor entered into Contract #229944 ("Contract") to implement a Regional Fare Coordination System ("RFC System") to establish a common fare system utilizing smart card technology. The Contractor is responsible for the development, implementation, operation, and maintenance of the RFC System as specified in the Contract.
- B. The Agencies and the Contractor desire to amend Section VI of Exhibit 9, Price Schedule Special Programs, to compensate the Contractor for the work necessary to schedule, configure, implement and test an upgrade from Oracle 11.2.0.3 to Oracle 12c (12.1.0.0 or higher). This work is performed per Change Request CR-12039 *Oracle 12c Upgrades Full Solution v2.0* as approved by the Agencies on October 28, 2015.
- C. The Parties agree that the Work necessary to complete the Oracle 12c upgrades on the BOCs [Back office computers] and OFS [Offline Server] will be performed and compensated as described below.

Agreement

Section 1.0 Description of Work

The Contractor will provide the services of a qualified Senior Programmer (Back Office), Junior Programmer (Integration/Test), Test Manager (Integration/Test Management), Engineering Manager, and Business Analyst to perform the work. The Contractor will:

1.1 Upgrade BOC and OFS databases from Oracle RDBMS 11.2.0.3 to Oracle 12c (12.1.0.0 or higher)

- (a) Install Oracle Client 12c 32-bit 12.1.0.2 Standard Edition on the BOC
- (b) Upgrade the OFS database to Oracle 12c 12.1.0.2 Enterprise Edition
- (c) Upgrade the BOC databases to Oracle 12c 12.1.0.2 Standard Edition
- (d) Separate and host the BOC Oracle databases on individual Oracle Linux instances
- (e) Upgrade BOC Oracle databases to 64-bit

1.2 Implementation and Schedule

- (a) A full release plan, with staged approach, will be provided to the Agencies prior to release
- (b) Sound Transit and King County Metro BOCs will be upgraded during the MR 30 release weekend of December 5th and 6th
- (c) Remaining Agency BOCs will be upgraded on agreed upon dates to be scheduled in advance between the individual Agencies and Vix

1.3 The Contractor will update system documentation which has been identified as:

- (a) SEA-01434 Exhibit 13 - Software Maintenance
- (b) SEA-00353 Exhibit 12 - Intellectual Property Table

Section 2.0 Schedule

2.1 The Work described in Section 1.0 will be completed in Maintenance Release 30 (MR 30)

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the sufficiency of which is hereby acknowledged, the Parties hereby agree to amend the Contract as follows:

Section 3.0 Compensation Changes

Per the Settlement Agreement the Agencies have agreed to pay fifty (50) percent of the cost of this system security work.

Section VI (Implementation) of Exhibit 9, Price Schedule, is hereby amended to read as follows:

VI. IMPLEMENTATION

SPECIAL PROGRAMS

| |
|--------------------------|
| LUMP SUM COST |
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| Upgrade BOC and OFS databases to Oracle 12c. | |
| TOTAL | \$81,723 |

Section 4.0 Other Terms and Conditions

All other provisions of the Contract not referenced in this Amendment Three Hundred and Forty Five shall remain in effect.

IN WITNESS WHEREOF, authorized representative of the Agencies and the Contractor have signed their names in the spaces provided below.

Vix Technology (USA) Inc.

By: [Signature]
Its: General Manager
Date: 11/17/15

The Agencies

By: [Signature]
Their: Oracle Operations Manager
On behalf of the Agencies
Date: 11/17/15